

**CÔNG TY CỔ PHẦN  
ĐẦU TƯ VÀ XÂY DỰNG 3-2  
3-2 INVESTMENT AND  
CONSTRUCTION JOINT STOCK  
COMPANY**

Số/ No: 22/2025-CBTT

**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc  
THE SOCIALIST REPUBLIC OF VIETNAM  
*Independence - Freedom – Happiness*  
Bình Dương, ngày 12 tháng 5 năm 2025  
Binh Duong, month 5 day 12 year 2025**



**CÔNG BỐ THÔNG TIN BẤT THƯỜNG  
EXTRAORDINARY INFORMATION DISCLOSURE**

Kính gửi/ To:

- Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission;*
- Sở Giao dịch Chứng khoán TP HCM/ *Hochiminh Stock Exchange.*

1. Tên tổ chức/ Name of organization: **CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ XÂY DỰNG 3-2/ 3-2 INVESTMENT AND CONSTRUCTION JOINT STOCK COMPANY**

- Mã chứng khoán/ *Stock code:* C32

- Địa chỉ/ *Address:* Số 45A, đường Nguyễn Văn Tiét, phường Lái Thiêu, thành phố Thuận An, tỉnh Bình Dương/ *45A Nguyen Van Tiet Street, Lai Thieu Ward, Thuan An City, Binh Duong Province.*

- Điện thoại liên hệ/ *Tel:* 0274.3759446

- Fax: 0274.3755605

- E-mail: info@c32.vn

- Website: c32.vn

2. Nội dung thông tin công bố/ *Contents of disclosure:*

Quy chế nội bộ về quản trị Công ty sửa đổi, bổ sung lần thứ V do thay đổi tên Công ty/ *Amended and Restated Internal Governance Charter (5th Amendment) due to Company Name Change.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 12/5/2025 tại đường dẫn: [www.c32.vn](http://www.c32.vn) - Quan hệ cổ đông – Điều lệ Quy chế - Quy chế quản trị Công ty/ *This information was published on the company's website on May 12, 2025, at the following link: www.c32.vn - Investor Relations – Charter & Regulations - Corporate Governance Regulations.*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

**Tài liệu đính kèm/ *Attached documents:***

- Quy chế nội bộ về QTCT sửa đổi bổ sung lần 5// *Amended and Restated Internal Corporate Governance Charter (5th Revision).*

**Người ủy quyền công bố thông tin/  
*Person authorized to disclose information***

**Lữ Minh Quân  
*Lu Minh Quan***

3-2 INVESTMENT AND  
CONSTRUCTION JOINT  
STOCK COMPANY  
**BOARD**

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

No. 04/QD-HDQT

Binh Duong, May 12, 2025

**DECISION**

**On the Promulgation of the Internal Corporate Governance Regulations**

**CHAIRMAN OF THE BOARD OF DIRECTORS OF 3-2 INVESTMENT AND  
CONSTRUCTION JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises dated June 17, 2020;*

*Pursuant to the Law on Securities dated November 26, 2019;*

*Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding corporate governance applicable to public companies;*

*Pursuant to the Charter of Investment and Construction Joint Stock Company 3-2;*

*Based on the tasks and powers of the Board of Directors of the Company;*

Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders dated April 22, 2025 on the approval of the Internal Regulation on Corporate Governance (amended and supplemented for the fifth time).

**DECISION:**

**Article 1.** Promulgated together with this Decision is the Internal Regulation on Corporate Governance.

**Article 2.** This Decision takes effect from April 22, 2025 and replaces the Decision No. 02/QD-HDQT dated May 9, 2024 of the Board of Directors of the Company on the promulgation of the Internal Regulation on Corporate governance.

**Article 3. Members of the Board of Directors, the Audit Committee, the Board of General Directors, the Person in charge of the Company's administration and relevant individuals and units shall be responsible for the implementation of this Decision./.**

**Recipient:**

- As Article 3;
- Information Disclosure;
- Save: Document.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**



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3-2 INVESTMENT AND  
CONSTRUCTION JOINT  
STOCK COMPANY  
**BOARD**

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

**CORPORATE GOVERNANCE CHARTER**

*(Promulgated together with Decision No. 02/QĐ-HĐQT dated May 12, 2025)*

This Regulation is amended, supplemented and approved by the Resolution of the 2025 Annual General Meeting of Shareholders held on April 22, 2025. Now, the Board of Directors promulgates the Internal Regulation on the governance of 3-2 Investment and Construction Joint Stock Company, including the following contents:

**Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: Internal regulations on corporate governance stipulate the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; order and procedures for meeting the General Meeting of Shareholders; to nominate, nominate, elect, dismiss and dismiss members of the Board of Directors, the Audit Committee and the General Director; outward investment activities and other activities as prescribed in the company's charter and other current provisions of law.

2. Subjects of application: This Regulation applies to members of the Board of Directors, the General Director and related persons.

**Article 2. Working Principle**

1. Fully comply with the provisions of law, the Company's Charter and relevant internal regulations and regulations;

2. To ensure that the Company's operation is supervised by the General Meeting of Shareholders in the performance of tasks and powers as prescribed;

3. Strictly comply with the order, procedures and deadlines in the process of handling and settling affairs in accordance with the provisions of law, the Company's Charter and this Regulation;

4. Ensure the principles of democracy, openness, transparency and efficiency in the management and administration of the Company's activities.

**Article 3. General Meeting of Shareholders**

1. Roles, rights and obligations of the General Meeting of Shareholders.



a) The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the company.

b) The General Meeting of Shareholders has the following rights and obligations:

- Adopt the company's development orientation;
- To decide on the type of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;
- Elect, dismiss and dismiss members of the Board of Directors;
- The decision to invest in or sell assets valued at 35% or more of the total value of assets shall be recorded in the company's latest financial statements, unless the company's charter stipulates a different ratio or value;
- Decision on amendment and supplementation of the company's charter;
- To approve the annual financial statements;
- Decision to repurchase more than 10% of the total sold shares of each type;
- Consider and handle violations of members of the Board of Directors that cause damage to the company and its shareholders;
- Decision on reorganization and dissolution of the company;
- To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;
- Approving the Internal Regulation on Corporate Governance, the Regulation on Operation of the Board of Directors;
- Approving the list of independent audit firms; to decide on independent auditing firms to inspect the company's operations, to dismiss independent auditors when deeming it necessary;
- Other rights and obligations as prescribed by the Law on Enterprises and the company's charter.

2. The order and procedures for meeting the General Meeting of Shareholders and approving resolutions in the form of voting at the General Meeting of Shareholders include the following main contents:

a) Competence to convene the General Meeting of Shareholders



The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of the company's Charter.

b) Make a list of shareholders entitled to attend the meeting

Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders.

c) Notice of finalization of the list of shareholders entitled to attend the General Meeting of Shareholders

The company must disclose information on the making of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.

d) Notice of convening the General Meeting of Shareholders

The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by the method of ensuring that the contact address of the shareholder, email box (email) if any, and at the same time published on the website of the Company and the State Securities Commission. Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or forwarded). The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the general meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the path to all meeting documents so that shareholders can access the details according to the company's Charter.

e) Program and contents of the General Meeting of Shareholders (persons tasked with preparing the program and contents of the General Meeting of Shareholders; regulations on proposals of shareholders to be included in the agenda of the meeting): Comply with Clauses 2, 3, 4, 5, 6, Article 18 of the company's Charter

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f) Authorization of representatives to attend the General Meeting of Shareholders

The authorization of an individual or representative organization to attend the General Meeting of Shareholders as prescribed in Clause 1, Article 16 of the company's Charter must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual or organization, the number of authorized shares, the contents of the authorization, the scope of authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the meeting attendee must additionally present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

g) How to register to attend the General Meeting of Shareholders

When conducting shareholder registration, the Company grants each shareholder or authorized representative the right to vote on a voting ballot, on which the registration number, full name of the shareholder, full name of the authorized representative and the number of voting votes of such shareholder.

Shareholders, authorized representatives of shareholders who are organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the previously voted contents remains unchanged.

h) Conditions for conducting

The General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

In case the first meeting does not meet the conditions for conducting as prescribed in Clause 1, Article 19 of the Company's Charter, the notice of invitation to the second meeting shall be sent within 30 days from the date of the planned first meeting. The second General Meeting of Shareholders shall be

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conducted when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

In case the second meeting is not eligible to proceed as prescribed in Clause 2, Article 19 of the Company's Charter, the notice of invitation to the third meeting must be sent within 20 days from the date of the second meeting. The Third General Meeting of Shareholders is conducted regardless of the total number of votes of shareholders attending the meeting.

i) The form of approving the resolution of the General Meeting of Shareholders. Attend and vote directly at the meeting

Authorize other individuals and organizations to attend and vote at meetings;

Attend and vote through online conference, electronic voting or other electronic forms;

Sending votes to the meeting via mail, fax or email;

Sending the ballot papers by other means in accordance with the company's charter.

j) How to vote

When conducting shareholder registration, the Company grants each shareholder or authorized representative the right to vote on which the registration number, full name of the shareholder, full name of the authorized representative and number of voting shares of such shareholder are inscribed. Shareholders vote on issues at the general meeting by raising their votes when the Chairman of the general meeting requests shareholders to vote in favor or disapproval or other opinions.

Method of voting for the election of members of the Board of Directors: The voting for the election of members of the Board of Directors must be carried out by the method of accumulating votes, whereby each shareholder has a total number of votes corresponding to the number of shares owned multiplied by the number of elected members of the Board of Directors and the number of shareholders entitled to all or part of the vote the total number of votes cast for one or several other candidates.

Shareholders or authorized representatives who come after the meeting has opened have the right to register immediately and then have the right to participate in voting at the general meeting immediately after registration. The Chairman is

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not responsible for stopping the general meeting so that shareholders are late for registration and the validity of the previously voted content remains unchanged.

k) How to count votes

The congress approves the persons responsible for counting or supervising the counting of votes at the request of the chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the chairman of the meeting but not less than 03 people.

When voting at the congress, the number of votes in favor of the resolution is counted first, the number of votes against the resolution is counted later, and finally the total number of votes in favor or opposition is counted for decision. The total number of votes in favor, opposition, abstention or invalid votes on each issue shall be announced by the chairperson immediately after voting on such issue.

In case of election of members of the Board of Directors:

- The vote counting committee inspected the ballot box in the presence of shareholders;
- Voting begins when the distribution of election ballots is complete and ends when the last shareholder casts their votes in the ballot box;
- The counting of votes must be carried out immediately after the counting of votes is completed.
- The results of the vote counting shall be made in writing and announced by the Head of the Vote Counting Committee before the Congress.
- The elected members of the Board of Directors shall be determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until all members are specified in the Company's Charter. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the Company's Charter.

l) Conditions for the resolution to be passed

A resolution on the following contents shall be approved if approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

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- + Type of shares and total number of shares of each type;
- + Change of business lines, trades and domains;
- + Change the organizational structure of the Company's management;
- + Projects on investment or sale of assets with a value of 35% or more of the total value of assets stated in the latest financial statements of the Company, unless the company's Charter prescribes other ratios or values;
- + Reorganization and dissolution of the Company.

Resolutions are passed when the number of shareholders owning more than 50% of the total votes of all shareholders attending and voting at the meeting approves, except for the cases specified in Clauses 1, 3, 4 and 6, Article 148 of the Law on Enterprises.

Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of voting shares are legal and effective even if the order and procedures for convening and approving such resolutions violate the provisions of the Law on Enterprises and the company's charter.

m) Notification of vote counting results

For issues voted by ballot: The total number of invalid votes in favor, opposition and abstention for each issue shall be notified by the chairperson immediately after voting on such issue.

For matters of voting by ballot papers and votes for members of the Board of Directors: The results of the vote counting shall be made in writing and announced by the Head of the Vote Counting Committee before the meeting. The elected members of the Board of Directors shall be determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's Charter is reached, in case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, it will proceed re-election among the candidates with equal votes, or selection according to the criteria of the election regulations or the Company's Charter.

n) Methods of protesting against resolutions of the General Meeting of Shareholders (according to the provisions of Article 132 of the Law on Enterprises)

Shareholders who have voted not to approve the resolution on the reorganization of the company or change the rights and obligations of shareholders specified in the company's charter have the right to request the

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company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the price to be sold, and the reason for requesting the company to repurchase. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders approves the resolution on the matters specified in this Clause.

The company must repurchase shares at the request of shareholders specified in Clause 2, Article 15 of the Company's Charter at the market price or price calculated according to the principles specified in the company's Charter within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a price appraisal organization to determine the price. The company introduces at least 03 valuation organizations for shareholders to choose and that is the final decision.

o) Preparation of minutes of the General Meeting of Shareholders

The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded in audio or recorded and stored in other electronic forms. The minutes must be made in Vietnamese, may be additionally made in foreign languages and contain the following principal contents:

- Name, address of the head office, enterprise code;
- Time and place of the General Meeting of Shareholders;
- Meeting agenda and meeting contents;
- Full name of the chairman and secretary;
- Summary of the meeting and comments at the General Meeting of Shareholders on each issue on the agenda;
- The number of shareholders and the total number of votes of the shareholders attending the meeting, the appendix to the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- The total number of votes for each voting issue, clearly stating the voting method, the total number of valid votes, invalid, in favor, against and without opinions; the corresponding ratio to the total number of votes of shareholders attending the meeting;
- The issues that have been passed and the corresponding percentage of votes passed;

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- Full name and signature of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. The minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.

The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons who sign the minutes of the meeting must be jointly and severally responsible for the truthfulness and accuracy of the contents of the minutes.

Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in a foreign language, the contents of the minutes in Vietnamese shall apply.

p) Announcement of resolutions and minutes of the general meeting of shareholders

Resolutions, minutes of the General Meeting of Shareholders, appendices to the list of shareholders registering to attend the meeting with the signatures of shareholders, written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities and must be kept at the head office of the Company.

3. The order and procedures for the General Meeting of Shareholders to approve the resolution in the form of written consultation include the following main contents:

a) Cases in which written opinions may and may not be consulted;

The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises, but does not exclude 02 contents in this Clause as amended, supplementing the contents of the company's charter; elect, dismiss or dismiss members of the Board of Directors, except for the cases specified at Point a, Clause 4, Article 160 of the Law on Enterprises.

b) Order and procedures for the General Meeting of Shareholders to approve the Resolution in the form of written consultation.



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The Board of Directors shall prepare the vote for opinions, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least 10 days before the deadline for returning the vote for comments. The compilation of the list of shareholders to submit the opinion poll shall comply with the provisions of Clause 1 and Clause 2, Article 141 of the Law on Enterprises.

#### **Article 4. Board of Directors**

1. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors (including the right to provide information of members of the Board of Directors).

The Board of Directors is the Company's management agency, which has the full right to decide and exercise the company's rights and obligations on behalf of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

The rights and obligations of the Board of Directors are stipulated by law, the company's Charter and the General Meeting of Shareholders. Specifically, it is specified in Article 27 of the company's charter.

2. Nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors shall include the following principal contents:

a) Term of office and number of members of the Board of Directors

The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over their duties.

The number of members of the Board of Directors is 05 people.

b) Structure, criteria and conditions of Board members

The structure of the Board of Directors of the company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company minimizes members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.



The Board of Directors of the company must ensure that at least 1/5 of the total number of members of the Board of Directors are independent members. There is at least 01 independent member in case the company has fewer than 05 members of the Board of Directors.

Members of the Board of Directors must meet the following criteria and conditions:

+ Not being subject to the provisions of Clause 2, Article 17 of the Company's Charter;

+ Having professional qualifications and experience in business administration or in the company's business fields, lines and lines and not necessarily being a shareholder of the company, unless otherwise provided for by the company's charter;

+ A member of the Board of Directors of a company may also be a member of the Board of Directors of another company.

c) Nomination and candidacy for members of the Board of Directors

Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors according to the provisions of Clause 5, Article 115 of the Law on Enterprises and Article 25 of the company's charter.

d) How to elect members of the Board of Directors

The election of members of the Board of Directors must comply with the provisions of Clause 3, Article 148 of the Law on Enterprises.

e) Cases of dismissal, dismissal and addition of members of the Board of Directors

Members of the Board of Directors are no longer members of the Board of Directors in case they are dismissed, dismissed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises

f) Notice of election, dismissal and dismissal of members of the Board of Directors

The election, dismissal and dismissal of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.

g) The method of introducing candidates for members of the Board of Directors shall comply with Clause 1, Article 25 of the Company's Charter



h) Elect, dismiss and dismiss the Chairman of the Board of Directors.

The election, dismissal, dismissal and replacement of the Chairman of the Board of Directors shall comply with the provisions of Clause 1 and Clause 4, Article 156 of the Law on Enterprises.

3. Remuneration and other benefits of members of the Board of Directors. Comply with Article 28 of the company's charter.

The remuneration of each member of the Board of Directors, which shall be included in the company's business expenses in accordance with the law on corporate income tax, shall be expressed in a separate section in the company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. The order and procedures for organizing a meeting of the Board of Directors include the following principal contents:

- a) Minimum number of meetings once a quarter;
- b) Cases in which an extraordinary meeting of the Board of Directors must be convened shall comply with Clause 3, Article 30 of the company's charter;
- c) Notice of Board meeting (including time, location, meeting agenda, issues to be discussed and decided)

The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the members' votes.

d) Conditions for organizing meetings of the Board of Directors

A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within 07 days from the date of the planned first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.

e) How to vote

- Attend and vote directly at the meeting;

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- Authorizing other persons to attend the meeting and vote according to the provisions of Clause 9, Article 30 of the Company's Charter;

- Attend and vote through online conference, electronic voting or other electronic forms;

- Sending votes to the meeting via mail, fax or email;

- Sending the ballot by other means.

f) How to pass the resolution of the Board of Directors

Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of members attending the meeting, in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors.

g) Authorizing others to attend meetings of members of the Board of Directors

Members may authorize others to attend meetings and vote if approved by a majority of the members of the Board of Directors.

h) Preparation of the minutes of the Board of Directors meeting

Meetings of the Board of Directors must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. The record must be made in Vietnamese and may be made in a foreign language. Specifically, according to the provisions of Article 158 of the Law on Enterprises.

The minutes of the Board meeting must be completed and signed by the person who prepares and chairs the meeting immediately after the meeting and provides members with a photocopy or email.

i) In case the chairman and/or secretary refuses to sign the minutes of the meeting of the Board of Directors

In case the chairperson or the person recording the minutes refuses to sign the minutes of the meeting but if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Law on Enterprises, this minutes shall take effect.

j) Notification of resolutions and decisions of the Board of Directors

Resolutions and decisions of the Board of Directors shall be sent to members of the Board of Directors, the General Director and disclosed



information in accordance with regulations on information disclosure of public companies.

#### 5. Audit Committee under the Board of Directors

##### a) Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations specified in Article 161 of the Law on Enterprises and Article 38 of the Company's Charter:

- Have the right to access documents related to the Company's operation, communicate with other members of the Board of Directors, General Director, Chief Accountant and other managers to collect information for the operation of the Audit Committee.

- Have the right to request representatives of approved auditing organizations to attend and answer issues related to audited financial statements at meetings of the Audit Committee.

- Use legal, accounting or other external consultancy services when necessary.

- Develop and submit to the Board of Directors policies for risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.

- Make a written report and send it to the Board of Directors when detecting that members of the Board of Directors, the General Director and other managers fail to fully perform their responsibilities as prescribed in the Law on Enterprises and the company's charter.

- Formulate the Regulation on operation of the Audit Committee and submit it to the Board of Directors for approval.

##### b) Candidacy and nomination of members of the Audit Committee

The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not the executives of the Company.

The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at the meeting of the Board of Directors.

##### c) Term of office, number, standards and structure of the Audit Committee;

- The term of office of the Audit Committee is 05 years.



- The Audit Committee has 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive Board members.

- Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and the Company's operations and not fall into the following cases:

+ Working in the accounting and finance department of the Company;

+ Being a member or employee of an auditing organization that is approved to audit the company's financial statements in the previous 03 consecutive years.

- The Chairman of the Audit Committee must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration.

d) Activities of the Audit Committee.

- The Audit Committee must meet at least 02 times in a year. The minutes of the meeting shall be made in detail, clearly and must be kept in full. The person taking the minutes and the members of the Audit Committee attending the meeting must sign the minutes of the meeting.

- The Audit Committee shall adopt decisions by voting at the meeting, collecting opinions in writing or other forms prescribed by the company's Charter or the Audit Committee's operation regulations. Each member of the Audit Committee has one vote. Unless there is another higher ratio, the decision of the Audit Committee shall be approved if approved by the majority of members attending the meeting, in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Audit Committee.

6. The selection, appointment and dismissal of the person in charge of corporate administration includes the following main contents:

a) Criteria of the Person in Charge of Corporate Administration

The person in charge of corporate administration must meet the following criteria:

- Knowledge of the law;

- Do not concurrently work for an independent auditing firm that is auditing the company's financial statements;

- Other standards as prescribed by law, the Company's Charter and decisions of the Board of Directors.



b) The appointment of the Person in charge of corporate governance

The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate administration may concurrently serve as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

c) Cases of dismissal of the person in charge of corporate governance

The Board of Directors may dismiss the person in charge of corporate governance when necessary but not contrary to the provisions of current law.

d) Notice of appointment and dismissal of the person in charge of corporate governance

Notification of the appointment and dismissal of the person in charge of corporate governance in accordance with the Company's Charter and the provisions of the Law on Securities.

e) Rights and obligations of the person in charge of corporate administration.

- Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
- Prepare meetings of the Board of Directors and General Meeting of Shareholders at the request of the Board of Directors;
- Advising on the procedures of meetings;
- Attend meetings;
- Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
- Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;
- Supervise and report to the Board of Directors on the Company's information disclosure activities;
- To act as a point of contact with relevant interested parties;
- Confidentiality of information in accordance with the provisions of law and the company's charter;

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- Other rights and obligations as prescribed by law and the company's charter.

## **Article 5. General Directors and other executives**

### **1. Roles, responsibilities, rights and obligations of the General Director**

The General Director is the person who runs the day-to-day business of the Company; under the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of assigned rights and obligations. The General Director has the following rights and obligations:

- To decide on matters related to the Company's day-to-day business that are not under the authority of the Board of Directors;

- Organize the implementation of resolutions and decisions of the Board of Directors;

- Organizing the implementation of the Company's business plan and investment plan;

- Propose the plan for organizational structure, internal management regulations of the Company;

- To propose the number and other executives that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and to propose salaries, bonuses and other benefits for other executives for the Board of Directors to decide;

- Appoint, dismiss and dismiss managerial positions in the Company, except for titles under the competence of the Board of Directors;

- To decide on salaries and other benefits for employees in the Company, including managers under the appointing competence of the General Director;

- Labor recruitment;

- Propose a plan to pay dividends or handle losses in business;

- Submit the Company's development strategies, policies and remuneration regime annually to the Board of Directors;

- Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.

2. Appoint, dismiss, sign contracts, terminate contracts for General Directors and other executives.

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- The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.

- The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors have the right to vote at the meeting to approve and appoint a new General Director to replace him.

- At the request of the General Director and approved by the Board of Directors, the Company may recruit other company executives and executives in quantity and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors.

- The company's executives and other executives may be dismissed from office when a majority of the members of the Board of Directors have the right to vote in favor of the meeting, or based on the contents of the signed labor contract.

- The company signs labor contracts, terminates labor contracts with company executives and other executives in accordance with the labor law and the company's charter.

a) Term of office, criteria and conditions of the General Director

The term of office of the General Director is 05 years and can be reappointed with an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the company's Charter.

b) Notice of appointment, dismissal, signing of contracts, and termination of contracts for the General Director

Notification of the election, dismissal and dismissal of the General Director in accordance with the provisions of the law on securities and securities market.

c) Salary and other benefits of the General Director.

- The general director is paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.

- The remuneration of the General Director and other managers shall be included in the company's business expenses in accordance with the law on corporate income tax, expressed in a separate section in the company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

**Article 6. Management of capital investment in other enterprises**

1. The Company shall manage the Company's capital in other enterprises through the representative of the capital portion or the person participating in the

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managerial and executive positions or the person appointed to attend the meetings, conferences and congresses of the capital contributed enterprise (hereinafter referred to as the representative).

- The Board of Directors of the Company shall appoint a representative, decide on the number of voting shares for the representative to attend and vote at the general meeting or conference of the enterprise to be eligible to become an associate company or subsidiary of the Company. In these cases, members of the Board of Directors are recommended to be nominated first, however, each member of the Board of Directors must not be a member of the Board of Directors at more than 05 other companies or in accordance with current laws.

- In case the Company contributes capital but is not yet eligible to become an associate company or subsidiary of the Company or in case of capital contribution is eligible to become an associate company or subsidiary of the Company but the Board of Directors does not appoint a representative to the enterprises eligible for capital contribution, the legal representative of the Company (General Director) being the representative or the General Director may decide to appoint another representative to act as his/her representative, decide on the number of voting shares to attend and vote at the General Meeting of the enterprise to which such capital is contributed.

2. The General Director of the Company shall inspect and supervise the use of investment capital in other enterprises. The authorized General Director of the Board of Directors shall organize an advisory department to support research, review, analyze, evaluate, consult, and contribute opinions to all activities that the enterprise is funded to discuss and discuss at meetings such as development policies, production and business plans, management and administration measures... help representatives understand the situation and speak and vote according to the Company's views and opinions.

**Article 7. Rights and obligations of a company with investment capital in other enterprises**

1. Rights of shareholders, capital contributors and joint venture parties in accordance with the provisions of law and the charter of the enterprise to contribute capital;

2. Appointing representatives to exercise the rights of shareholders, capital contributors and joint venture parties in the meetings of the General Meeting of Shareholders, capital contributors and joint venture parties;



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3. Appoint, dismiss, commend and discipline representatives of the Company at enterprises eligible for capital contribution and decide on salaries, allowances, bonuses and remuneration issues for representatives, except for cases where representatives have received salaries from enterprises eligible for capital contribution;

4. Request the representative to report quarterly, annually and irregularly when there is a situation of business results and financial situation of other enterprises to the Board of Directors;

5. Assign tasks and direct representatives to protect the legitimate rights and interests of the Company in other enterprises. Request the representative to report on the performance of tasks, powers and responsibilities of the representative, especially in orienting the enterprise with shares;

6. Inspect and supervise the activities of representatives, detect shortcomings and weaknesses of representatives to prevent and correct them in time;

7. To decide or submit to a competent authority (the Board of Directors or the General Meeting of Shareholders) for decision on the investment in capital increase or capital recovery of the Company in an enterprise to be contributed capital in accordance with the law and the charter of such enterprise;

8. To take responsibility for the efficiency of use, preservation and development of the Company's capital at the capital contributed enterprises;

9. Supervise the recovery of investment capital in other enterprises, the collection of profits distributed from enterprises contributed capital;

10. Exercise other rights and obligations as prescribed by law.

#### **Article 8. Rights and obligations of representatives**

1. Participating in the candidacy for the management and administration apparatus of other enterprises according to the charter of the enterprise to which the capital is contributed.

2. When appointed as a representative, they must exercise that right carefully in accordance with the direction of the Board of Directors.

3. Monitor and supervise the situation of business activities, finance and business results of other enterprises in accordance with the provisions of law and the enterprise charter.



4. The representative must be responsible for providing information immediately after receiving the information, dossiers, documents, etc. of enterprises contributed capital to the Company's advisory and archival department.

5. Monitor, urge and recover the Company's capital at the capital contributed enterprise, including: dividend collection and other divided amounts from contributed capital.

6. To make quarterly, annual and irregular reports when there is a situation of business results and financial situation of other enterprises to the Board of Directors.

7. The representative must study and propose the direction and measures of his/her operation at the enterprise to which the capital is contributed to ensure the interests of the Company. For important issues of the enterprise to be contributed capital to be discussed in the Board of Directors, the Board of Directors, the General Meeting of Shareholders or capital contributors or joint venture parties such as directions, strategies, business plans, mobilization of additional shares, contributed capital, etc dividends, management policies, etc. the representative must provide all information received to the Company, ask for opinions of the Board of Directors, use the advisory department to contribute opinions before the meeting and make speeches and votes. In case the representative fails to implement the opinions of the Board of Directors and the consensus of the Board of Directors, does not use the opinions of the advisory department, he or she must take personal responsibility for the statements and votes that cause damage to the interests of the Company. In case many representatives participate in the Board of Directors or the Board of Directors of another enterprise, they must discuss and agree together when speaking and voting, the statement must speak the voice of the Company, not from personal viewpoint.

8. Perform other rights and obligations as prescribed by law, the charter of the enterprise to contribute capital and the tasks assigned by the Board of Directors.

9. Responsible to the Board of Directors for assigned tasks. In case of irresponsibility, abuse of tasks and powers to cause damage to the Company, they must take responsibility and pay material compensation in accordance with law.

#### **Article 9. Salary, bonuses and benefits of representatives**

1. Representatives participating in the management and administration boards of other enterprises are entitled to salaries, allowances, bonuses and other



benefits as prescribed in the enterprise's charter to contribute capital and be paid by such enterprises.

2. If the representative of the enterprise to contribute capital is not paid salaries, allowances, bonuses and other benefits by that enterprise, the company shall be the unit that pays salaries, allowances, bonuses and other regimes to the representative.

### **Article 10. Representative's Standards**

The representative must be the person who ensures the following criteria:

1. Being a Vietnamese citizen, permanently residing in Vietnam, nominated by the Board of Directors or the General Director and being a person of the Company;

2. Have good moral qualities, have good health to undertake tasks;

3. Understand the law, have a sense of law observance;

4. Having professional qualifications in corporate finance or business fields of other enterprises with investment capital of the Company, having business capacity and enterprise management organization;

5. Not being a parent, spouse, child, brother, sister or sibling to persons who are representatives of owners, members of the Board of Directors, General Directors of enterprises with capital contributed to the enterprises to which such persons are directly assigned; not having a relationship of capital contribution to establish an enterprise, lending capital, signing a purchase and sale contract with an enterprise with capital of the company to which such person is directly appointed;

Representatives participating in the candidacy for the Board of Directors, General Director, Director, Supervisory Board... of enterprises to be contributed as capital must fully meet the criteria and conditions prescribed by law and regulations of such other enterprises.

### **Article 11 Other activities**

1. Coordinating activities between the Board of Directors and the General Director, including the following main contents:

a) Procedures and order of convening, announcing the invitation to the meeting, recording minutes and notifying the results of the meeting between the Board of Directors and the General Director;



The minutes must be completed and signed by the presper and the Chairman of the Board immediately after the meeting, and the minutes must be provided to members attending the meeting, a photocopy, or by email.

b) Notify resolutions and decisions of the Board of Directors to the General Director. Resolutions of the Board of Directors may be concurrently sent to the General Director within the time limit prescribed in the Company's Charter;

c) In case the General Director requests to convene a meeting of the Board of Directors and matters that need to be consulted by the Board of Directors, the provisions of Clause 3, Article 30 of the Company's Charter shall be complied with.

d) Report of the General Director to the Board of Directors on the performance of assigned tasks and powers

The General Director shall report on the performance of assigned tasks and powers at meetings of the Board of Directors or at the request of the Board of Directors.

e) Review the implementation of resolutions and other issues of authorization of the Board of Directors to the General Director

The Board of Directors regularly inspects and reviews the General Director in the implementation of resolutions and other authorization issues of the Board of Directors.

The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for matters falling under their assigned competence in accordance with the provisions of law and the company's Charter.

f) Issues that the General Director must report, provide information and how to notify the Board of Directors.

The General Director must report in writing on matters falling under its decision-making competence and provide information to the Board of Directors according to the provisions of Article 159 of the Law on Enterprises.

g) Coordinate control, administration and supervision activities among members of the Board of Directors and the General Director according to the specific tasks of the above-mentioned members.

2. Regulations on annual evaluation of commendation and disciplinary activities for members of the Board of Directors, General Directors, Deputy General Directors and other executives.



Business managers are evaluated annually and classified according to 03 levels: excellent completion of tasks, completion of tasks and failure to complete tasks.

Enterprise managers with achievements or dedication shall be commended and rewarded in accordance with the law on emulation and commendation and the company's regulations on commendation and reward.

### **Article 12. Implementation responsibilities**

The Board of Directors, the Audit Committee, the Board of General Directors, departments and enterprises shall have to disseminate this Regulation to relevant individuals and strictly implement it.

### **Article 13. Enforcement effect**

1. This Table of Regulations takes effect under the promulgated Decision;
2. In the course of implementation, if any article, clause or point of the Regulation is no longer suitable for practice or inadequacies arise, the Company's leaders, relevant units and individuals shall be responsible for promptly reporting to the Person in charge of the Company's administration for summarization, advise the Board of Directors to consider, amend and supplement accordingly.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**



**Tu Vinh Trung**

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